

Consent Agenda Item 1.a

September 18-19, 2019 Board Meeting

Case No. 19CW3036 (Water Division 2); Lower Arkansas Water Management Association

Summary of Water Court Application

Application for change of water rights and addition of augmentation and replacement supplies to plan for augmentation.

Staff Recommendation

Staff recommends that the Board ratify the filing of a Statement of Opposition filed on behalf of the Board in August 2019 to protect CWCB's instream flow water rights.

CWCB Instream Flow Water Rights

The CWCB holds water rights, including the following instream flow water right in Water Division 2 in the Upper Arkansas River-John Martin Watershed, that could be injured by this application:

Case Number	Stream	Upper Terminus	Lower Terminus	CFS Rate (Dates)	Approp. Date
75W4270	Gageby Creek	Fort Lyon Canal crossing	confl John Martin Res	1 (1/1 - 12/31)	05/01/1975

Potential for Injury

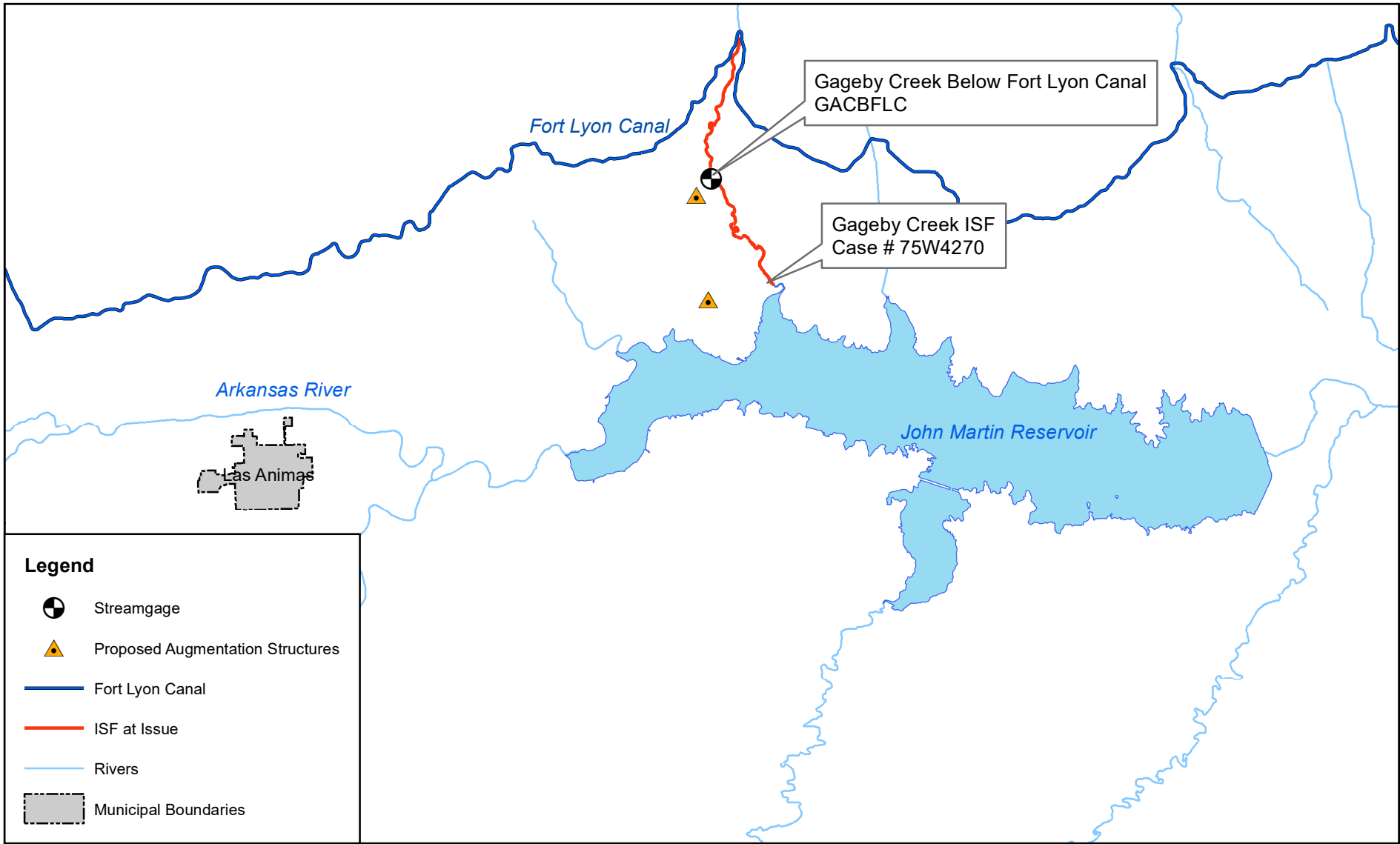
- The proposed change of water rights could alter the time, place and amount of historical return flows, which could injure the CWCB's instream flow water right.
- Terms and conditions should be included in the decree to ensure that the proposed decree will not injure the CWCB's instream flow water right by expansion of use of water rights that are senior to instream flow water rights.

Other Objectors







Statements of Opposition were also filed by Arkansas Valley Ditch Association, Board of County Commissioners, County of Bent, Board of Water Works Pueblo, Colorado, Chilcott Ditch Company, Colorado Division of Parks and Wildlife and Parks and Wildlife Commission, Colorado Water Protective and Development Association, Five Rivers Cattle Feeding, LLC d/b/a Colorado Beef, Holbrook Mutual Irrigating Company, Lower Arkansas Valley Water Conservancy District, Public Service Company of Colorado, Pueblo West Metropolitan District, Pueblo, a Municipal Corporation, Riverview Drainage District Board of Directors, Southeastern Colorado Water Conservancy District, St. Charles Mesa Water District, State Engineers Office, Stonewall Springs Quarry LLC, The Amity Mutual Irrigation Company, The City of Aurora, The Fort Lyon Canal Company, Tri-State Generation and Transmission Association, Inc., White Farms & Sons, Inc., and Woodmoor Water and Sanitation District No. 1.

Attorney Representing CWCB

Jennifer L. Mele, First Assistant Attorney General, is assigned to this case and can be contacted at jennifer.mele@coag.gov, or 720-508-6282.



Legend

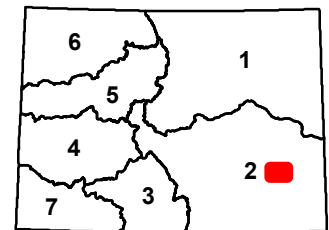
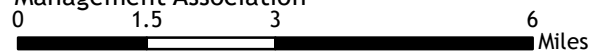
-  Streamgage
-  Proposed Augmentation Structures
-  Fort Lyon Canal
-  ISF at Issue
-  Rivers
-  Municipal Boundaries



COLORADO
Colorado Water Conservation Board

Department of Natural Resources

September 17-18, 2019 CWCB Board Meeting
 Consent Agenda Item 1.a Statement of Opposition
 Case No. 2-19CW3036: Lower Arkansas Water
 Management Association



DISTRICT COURT, WATER DIVISION NO. 2, COLORADO

RESUME OF CASES FILED AND/OR ORDERED PUBLISHED DURING JUNE 2019

TO: ALL INTERESTED PARTIES

Pursuant to C.R.S. 37-92-302, you are hereby notified that the following is a resume of applications and certain amendments filed and/or ordered published during June 2019, in Water Division No. 2. The names and addresses of applicants, description of water rights or conditional water rights involved, and description of ruling sought as reflected by said applications, or amendments, are as follows:

CASE NO. 2019CW3036, LOWER ARKANSAS WATER MANAGEMENT ASSOCIATION (“LAWMA”) c/o Donald F. Higbee, Manager, 310 South 6th Street, P. O. Box 1161, Lamar, Colorado 81052 (Please address all pleadings and inquiries regarding this matter to Applicant's attorney: c/o Richard J. Mehren, Jennifer M. DiLalla, William D. Davidson, John E. Peckler, Moses, Wittemyer, Harrison and Woodruff, P.C., 2595 Canyon Blvd., Suite 300, Boulder, Colorado 80302, 303-443-8782)

APPLICATION FOR CHANGE OF WATER RIGHTS AND ADDITION OF AUGMENTATION AND REPLACEMENT SUPPLIES TO PLAN FOR AUGMENTATION IN BENT, CHAFFEE, CROWLEY, EL PASO, KIOWA, LAKE, OTERO, PROWERS, PUEBLO, AND TELLER COUNTIES

2. Overview of application: LAWMA is a non-profit corporation organized for the purposes of replacing depletions caused by the pumping of its members' wells, as required by law, and providing water to its members directly or by means of augmentation and replacement for all manner and types of uses. In 2017, LAWMA acquired 6,080 shares of stock (“Phase I Shares”) in the Fort Lyon Canal Company (“FLCC”) from Arkansas River Farms, LLC (“ARF”). As described in the letter of intent. See **Exhibit A** attached to the application for a general location map. (All exhibits mentioned herein are incorporated by reference and may be inspected at the office of the clerk of this Court.) (“LOI”), LAWMA intends to acquire 1,429 additional shares of FLCC stock (“Phase II Shares”) from ARF in 2019. The Phase I Shares and Phase II Shares are referred to collectively in this Application as the “FLCC Shares.” In 2018, the City of Colorado Springs, acting through its enterprise, Colorado Springs Utilities (“CS-U”), acquired 2,500 shares of LAWMA common stock from ARF (“CS-U LAWMA Shares”), and LAWMA and CS-U entered into a Water Sharing Agreement under which, as part of an alternative transfer method (“ATM”), LAWMA will use water available to 3,303 of the Phase I Shares (“ATM Shares”) to make an allocation to the CS-U LAWMA Shares that will be shared by LAWMA and CS-U consistent with the Water Sharing Agreement. The ATM Shares are a subset of the Phase I Shares. The purposes of this Application are as follows: (i) to change the decreed type and place of use of the water rights associated with the FLCC Shares so that water available to those water rights may be used, both directly and after storage, for augmentation and replacement purposes within LAWMA's various augmentation and replacement plans (“Comprehensive Change”); (ii) to add the water rights changed by the Comprehensive Change to LAWMA's plan for augmentation decreed on March 8, 2007, in Division 2 Case No. 02CW181 (“02CW181 Decree”) as a permanent source of augmentation and replacement supply; and (iii) to further change the decreed type and place of use of the water rights associated with the ATM Shares, so that in addition to the changed uses under the Comprehensive Change, water available to those water rights may be used directly, by exchange, and after storage for all beneficial uses within CS-U's existing and future service area (“ATM-Limited Change”). In years that CS-U takes delivery of water available under the CS-U LAWMA Shares, CS-U will seek to exchange the fully consumable water upstream into CS-U's municipal system, including without limitation into the storage components of that system. This Application does not seek confirmation of appropriative rights of exchange.

3. Water rights to be changed: The water rights associated with the FLCC Shares are a pro-rata portion of those water rights owned or controlled by FLCC, including without limitation the water rights described in paragraphs 3.1 through 3.5 below. Under the Comprehensive Change, LAWMA seeks to change the water rights associated with the 7,509 FLCC Shares, which amount to 7.99% of the 93,989.4166 shares outstanding of the capital stock of the FLCC. Under the ATM-Limited Change, LAWMA seeks an additional

change in the water rights associated with the 3,303 ATM Shares, which amount to 3.51% of the outstanding capital stock of the FLCC. The 3.51% interest represented by the ATM Shares is included within and is not in addition to the 7.99% interest represented by the FLCC Shares. Ownership of the Phase I Shares (LAWMA) and Phase II Shares (ARF) is evidenced by the FLCC certificates identified on **Exhibit B**, which certificates represent LAWMA's and ARF's pro-rata interest in the water rights, ditches, canals, and other facilities for the delivery and use of water, and all other assets of the FLCC. The ARF LOI attached as **Exhibit A** authorizes LAWMA to change the Phase II Shares. CS-U does not own any of the FLCC Shares that are the subject of this Application. The structures associated with FLCC's water rights are described in paragraph 4 below and are located as shown on Exhibits C-1 and C-2. In accordance with § 37-92-302(2)(a), C.R.S., Exhibits C-1 and C-2 show the approximate location of the lands historically irrigated with the FLCC Shares ("Historically Irrigated Lands"), and Exhibits D-1 through D-5 summarize records of actual diversions of each water right described in paragraphs 3.1 through 3.5 below, to the extent such records exist. For all water rights described in paragraphs 3.1 through 3.5 below, the pro-rata interest represented by the ATM Shares is part of and not in addition to the pro-rata interest represented by the FLCC Shares.

3.1 Direct-flow water rights: The direct-flow water rights decreed to the Fort Lyon Canal in the Adjudication of Priorities of Right to the Use of Water for Irrigation in Water District Number 17, dated April 8, 1905, in the District Court for Bent County ("District 17 General Adjudication") and the pro-rata interest in those water rights being changed in this case are summarized in paragraphs 3.1.1 through 3.1.3 below.

3.1.1 164.64 cubic feet per second ("cfs") from the Arkansas River with an appropriation date of April 15, 1884. Pro-rata interest being changed in this case: 13.15 cfs (FLCC Shares); 5.79 cfs (ATM Shares).

3.1.2 597.16 cfs from the Arkansas River with an appropriation date of March 1, 1887. Pro-rata interest being changed in this case: 47.71 cfs (FLCC Shares); 20.99 cfs (ATM Shares).

3.1.3 171.20 cfs from the Arkansas River with an appropriation date of August 31, 1893. Pro-rata interest being changed in this case: 13.68 cfs (FLCC Shares); 6.02 cfs (ATM Shares).

3.2 Horse Creek Reservoir and Adobe Creek Reservoir: Storage water rights were decreed to Horse Creek Reservoir and Adobe Creek Reservoir in the District Court for Bent County on November 8, 1928, and allow FLCC to divert from the Arkansas River (via the Fort Lyon Storage Canal) and Horse Creek (via the Horse Creek Feeder Ditch or Supply Canal) for storage in Horse Creek Reservoir, and to divert from the Arkansas River (via the Fort Lyon Storage Canal) and Adobe Creek (via the Adobe Creek Feeder Ditch or Supply Canal) for storage in Adobe Creek Reservoir. The Horse Creek Reservoir and Adobe Creek Reservoir water rights and the pro-rata interest being changed in this case are summarized in Table 1 below.

**Table 1
Storage Rights – Horse Creek Reservoir and Adobe Creek Reservoir**

Water right	Amount, source, and appropriation date	Pro-rata interest being changed – FLCC Shares	Pro-rata interest being changed – ATM Shares
Horse Creek Reservoir – Original Construction	2,000 cfs – Horse Creek (Aug. 15, 1900)	159.78 cfs	70.28 cfs
	840 cfs – Arkansas River (Jan. 25, 1906)	67.11 cfs	29.52 cfs
	1,466 cfs -Arkansas River (Mar. 1, 1910)	117.12 cfs	51.52 cfs
	Total volume: 11,400 acre-feet ("af")	910.77 af	400.62 af
Horse Creek Reservoir 1st Enlargement	840 cfs – Arkansas River (Jan. 25, 1906)	67.11 cfs	29.52 cfs
	5,000 cfs – Horse Creek (Dec. 20, 1907)	399.46 cfs	175.71 cfs
	1,466 cfs – Arkansas River (Mar. 1, 1910)	117.12 cfs	51.52 cfs
	Total volume: 15,487 af	1,237.29 af	544.25 af
Horse Creek Reservoir 2nd Enlargement	5,000 cfs – Horse Creek (June 12, 1908)	399.46 cfs	175.71 cfs
	840 cfs – Arkansas River (June 12, 1908)	67.11 cfs	29.52 cfs
		117.12 cfs	51.52 cfs
		88.92 af	39.11 af

	1,466 cfs – Arkansas River (Mar. 1, 1910) Total volume: 1,113 af		
Adobe Creek Reservoir Original Construction	8,631 cfs - Adobe Creek (Jan. 25, 1906) 840 cfs – Arkansas River (Jan. 25, 1906) 1,466 cfs - Arkansas River (Mar. 1, 1910) Total volume: 61,575 af	689.55 cfs 67.11 cfs 117.12 cfs 4,919.35 af	303.31 cfs 29.52 cfs 51.52 cfs 2,163.88 af
Adobe Creek Reservoir Enlargement	8,631 cfs – Adobe Creek (Dec. 29, 1908) 840 cfs – Arkansas River (Dec. 29, 1908) 1,466 cfs – Arkansas River (Mar. 1, 1910) Total volume: 25,425 af	689.55 cfs 67.11 cfs 117.12 cfs 2,031.25 af	303.31 cfs 29.52 cfs 51.52 cfs 893.49 af

3.3 Thurston Reservoir, a/k/a Thurston Lake: The storage water right decreed to Prince Reservoir in the District 17 Original Adjudication, with an appropriation date of August 12, 1889, was conditionally transferred to Thurston Reservoir by the decree entered on November 20, 1972, in Division 2 Case No. W-27 (“W-27 Decree”) and made absolute by the decree entered on January 11, 1980, in Division 2 Case No. 79CW085. This water right is decreed for diversion from the Arkansas River via the Fort Lyon Canal at a rate of 355.2 cfs, for storage of up to 1,515 af. Pro-rata interest being changed in this case: 28.38 cfs and 121.04 af (FLCC Shares); 12.48 cfs and 53.24 af (ATM Shares). **3.4** Thurston Pipeline: A direct-flow water right was conditionally decreed to the Thurston Pipeline by the W-27 Decree, made partially absolute by the decree entered on March 4, 1986, in Case No. 83CW119, and made fully absolute by the decree entered on November 15, 2011, in Case No. 10CW069, all in Water Division No. 2. Thurston Pipeline is decreed for diversion of 25 cfs from Thurston Reservoir into the Fort Lyon Canal, with an appropriation date of July 15, 1969. The source of water is Thurston Lake, a/k/a Thurston Reservoir, with such water accumulated from springs in said lake, seepage flowing into the lake from all sides thereof, waste water from a canal of the FLCC, rainfall, and waste water flowing in the lake from land of owners adjoining the lake; said water is not tributary to any natural stream of the State of Colorado. Pro-rata interest being changed in this case: 2.0 cfs (FLCC Shares); 0.88 cfs (ATM Shares). **3.5** Additional water rights: In addition to its direct-flow and storage water rights described in paragraphs 3.1 through 3.4 above, the FLCC owns, controls, and/or operates the water rights and water supply agreements summarized in Table 2 below.

**Table 2
FLCC - Other Water Rights and Water Supply Agreements**

Water right	Case Number	Amount	Source	Pro-rata interest being changed – FLCC Shares	Pro-rata interest being changed – ATM Shares
Amity Mutual Irrigation Company – Neeskah (Queens) Res.	Decree of Feb. 3, 1927, Bent County District Court 80CW019 89CW076	5,483 af	Neeskah (Queens) Res. Horse Creek Res. Adobe Creek Res. John Martin Res.	438.05 af	192.68 af
John Martin Res. Change	79CW160 79CW161 80CW051	Cumulative 5,000 af	Horse Creek Res. Adobe Creek Res. Neeskah (Queens) Res.	399.46 af	175.71 af

Change in Diversion Point	79CW178	933 cfs	Horse Creek Res. Adobe Creek Res. John Martin Res.	74.54 cfs	32.79 cfs
Winter Water Storage Program	84CW179	38,160 af of the first 100,000 af and 38.16% of all water over 103,106 af	Pueblo Res. Horse Creek Res. Adobe Creek Res. Thurston Res.	3,048.68 af	1,341.03 af
John Martin Res. Exchange	90CW047	Absolute: 544 cfs, 15,288.95 af; conditional: 606 cfs	John Martin Res	43.46 cfs	0 cfs
John Martin Operating Plan 1980	Ark. River Compact Admin. April 24, 1980	20,000 af	John Martin Res.	1,597.84 af	0 af
Fryingpan-Arkansas Project		Varies			

4. Legal description of points of diversion and locations of storage of FLCC's water rights. All UTM coordinates are NAD 83, Zone 13. LAWMA does not seek any change in the points of diversion for the water rights represented by the FLCC Shares. **4.1** Fort Lyon Canal (WDID 1700553): The point of diversion is located on the north bank of the Arkansas River in the NE1/4 of Section 32, T23S, R55W of the 6th P.M., in Otero County, Colorado. UTM 623873.7 E, 4207975.0 N. **4.2** Fort Lyon Storage Canal (WDID 1700648): The point of diversion is located on the north bank of the Arkansas River at a point in the NW1/4 SE1/4 of Section 20, T22S, R57W of the 6th P.M., in Crowley County, Colorado. UTM 604443.0 E, 4219543.8 N. **4.3** Horse Creek Supply Canal (WDID 1700673): The point of diversion is located on the north bank of Horse Creek at a point in the SW1/4 of Section 6, T22S, R54W of the 6th P.M., in Otero County, Colorado. UTM 631616.9 E, 4224394.0 N. **4.4** Horse Creek Reservoir (WDID 1703545): The reservoir is located in portions of Sections 29, 30, and 31 of T21S, R53W; Sections 6 and 7 of T22S, R53W; Sections 25 and 36 of T21S, R54W; and Sections 1, 2, and 12 of T22S, R54W; all of the 6th P.M., in Otero County, Colorado. The dam is located in Sections 6 and 7, T22S, R53W, and in Sections 1 and 12, T22S, R54W of the 6th P.M., in Bent and Otero counties, Colorado. UTM coordinates for dam: 640267.0 E, 4224384.0 N. **4.5** Adobe Creek Supply Canal (WDID 1700674): The point of diversion is located on the east bank of Adobe Creek in the NW1/4 of Section 26, T20S, R53W of the 6th P.M., in Kiowa County, Colorado. UTM 647655.0 E, 4238959.0 N. **4.6** Adobe Creek Reservoir (WDID 1703546): The reservoir is located in portions of Sections 27, 28, 29, 32, 33, and 34 of T20S, R52W; and in portions of Sections 3, 4, 5, 6, 7, 8, 9, 17, and 18 of T21S, R52W; all of the 6th P.M., in Kiowa and Bent counties, Colorado. The dam is located in Sections 7, 17, and 18 of T21S, R52 W of the 6th P.M., in Bent County, Colorado. UTM coordinates for dam: 650655.6 E, 4233245.9 N. **4.7** Thurston Reservoir (WDID 6703882): The reservoir is located in portions of Section 18 of T21S, R46W and Section 13 of T21S, R47W of the 6th P.M., in Prowers County, Colorado. UTM 707708.0 E, 4233253.0 N. **4.8** Thurston Pipeline (WDID 6702500): The point of diversion is located at a point whence the section corner common to sections 7 and 18, T21S, R46W and Sections 12 and 13, T21S, R47W of the 6th P.M. bears north 0°41' west a distance of 1,680 feet, in Prowers County, Colorado. UTM 707247.6 E, 4234032.7 N. There is an alternate point of diversion located at a point whence the S1/4 corner of Section 18, T21S, R46W of the 6th P.M. bears south 10° east, 10' east a distance of 2,297 feet, in Prowers County, Colorado. UTM 707861.3 E, 4233072.5 N. **4.9** Neeskah Reservoir (a/k/a Queens Reservoir) (WDID 6703513): The reservoir is located in T19S, T20S, and T21S, R46W, R47W and R48W of the 6th P.M., in Kiowa and Prowers counties, Colorado. UTM 706860.0 E, 4238570.0 N. **4.10** John Martin Reservoir (WDID 6703512): The reservoir is located in all or portions of Sections 24, 25, 26, 27, 33, 34, 35, and 36, T22S, R51W; Sections 28, 29, 30, 31, 32, 33, 34, and 35, T22S, R50W; Sections 5, 6, 7, 8, 17, and 18, T23S, R49W; Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, and 30, T23S, R50W; Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 17, and 18, T23S, R51W; and Sections 1, 12, and 13, T23S, R52W; all of the 6th P.M., in Bent County, Colorado. The dam is located in Sections 5, 8, and 17 of T23S, R49W of the 6th P.M., in Bent County, Colorado. UTM coordinates for dam: 680795.0 E, 4215646.0 N.

4.11 Pueblo Reservoir (WDID 1403526): The reservoir is located at a point at the intersection of Pueblo Dam axis and the Arkansas River whence the NE corner of Section 36, T20S, R66W of the 6th P.M. bears north 61°21'20" east a distance of 2,511.05 feet., in Pueblo County, Colorado. Said reservoir will inundate all or portions of Sections 7, 18, 19, 20, 21, 22, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, and 36, T20S, R66W; Sections 1, 2, 3, 4, 5, 9, 10, and 11, T21S, R66W; and Sections 5, 8, 9, 13, 14, 15, 16, 22, 23, 24, and 25, T20S, R67W; all of the 6th P.M. in Pueblo County, Colorado. UTM coordinates for dam: 524076.0 E, 4235362.0 N. With the exception of the location of Pueblo Reservoir, which is shown on **Exhibit G**, the above-described locations are shown on **Exhibits C-1 and C-2.**

5. Detailed description of Comprehensive Change: LAWMA will quantify the historical consumptive use of the water rights associated with the FLCC Shares and will determine the amount, timing, and location of return flows resulting from the historical use of those water rights.

5.1 Comprehensive Change in type of use: LAWMA seeks to change the water rights associated with the FLCC Shares such that they may be used both directly and after storage for the new purposes described in paragraphs 5.1.1 through 5.1.5 below in addition to their currently decreed use of agricultural irrigation.

5.1.1 Augmentation or replacement of out-of-priority depletions to the Arkansas River or its tributaries caused by the "LAWMA Structures" included in LAWMA's plan for augmentation decreed on March 8, 2007, in Case No. 02CW181, Water Division No. 2, as that plan for augmentation has been expanded and modified by the decrees entered in Case Nos. 05CW52, 08CW18, 10CW85, 10CW91, 12CW37, 13CW3004, 13CW3065, 14CW3004, 15CW3014, 15CW3067, 16CW3018, 17CW3000, 17CW3001, and 17CW3035, and as it may be expanded or modified in pending Case Nos. 17CW3068, 17CW3069, and 18CW3072 and in other future cases ("Augmentation Plan");

5.1.2 Augmentation or replacement of out-of-priority depletions caused by the wells included in LAWMA's annual Arkansas River Replacement Plan pursuant to Rule 14 of the Amended Rules and Regulations Governing the Diversion and Use of Tributary Ground Water in the Arkansas River Basin ("Rule 14 Plan");

5.1.3 Replacement of historical seepage losses and/or return flows under any LAWMA-operated Compact Compliance Plan pursuant to Rule 10 of the Compact Rules Governing Improvements to Surface Water Irrigation Systems in the Arkansas River Basin in Colorado ("Rule 10 Plan");

5.1.4 Replacement of historical return flows under the decree to be entered in this case, the decrees entered in Case Nos. 02CW181, 05CW52, 10CW85, and 15CW3067 ("Previous LAWMA Change Decrees"), and any future change of water rights decree that LAWMA obtains in this Court.

5.1.5 Provided that LAWMA replaces historical return flows associated with the FLCC Shares as described in paragraph 7 below, LAWMA will fully consume and use to extinction all water available to the FLCC Shares.

5.1.6 The new uses described in paragraphs 5.1.1 through 5.1.5 above are referred to collectively in this Application as "LAWMA's New Uses." Any use of the FLCC Shares for continuing agricultural irrigation purposes will be for the purpose of revegetating the Historically Irrigated Lands. The LAWMA Structures included the Augmentation Plan and the wells included in the Rule 14 Plan generally are used for irrigation; domestic and household purposes; commercial, municipal, and industrial purposes; generation of electric power and power generally; and fire protection, recreation, fish and wildlife preservation and propagation, agricultural uses, livestock watering, aquaculture, replacement of evaporation, maintenance of wetlands, and groundwater recharge.

5.2 Comprehensive Change in place of use: LAWMA seeks to change the water rights associated with the FLCC Shares such that in addition to potential revegetation use on the Historically Irrigated Lands, they may be put to LAWMA's New Uses at the locations at which LAWMA delivers augmentation or replacement water to the Arkansas River or its tributaries as required by the Augmentation Plan, Rule 14 Plan, any LAWMA-operated Rule 10 Plan, or the Previous LAWMA Change Decrees.

5.3 Comprehensive Change in places of storage: LAWMA seeks to change the water rights associated with the FLCC Shares such that they may be put to LAWMA's New Uses both directly and after storage in the locations described in paragraphs 5.3.1 through 5.3.4 below. All UTM coordinates are NAD 83, Zone 13.

5.3.1 West Farm Gravel Pit (WDID TBD), located in the S1/2 of the SE1/4 of Section 28 and in the NE1/4 and the NE1/4 of the NW1/4 of Section 33, T22S, R46W of the 6th P.M., in Prowers, County, Colorado, as shown on **Exhibit E**. UTM 711697.4 E, 4219729.0 N.

5.3.2 Farm 110 Recharge Site (WDID TBD), located in the NE1/4 SE1/4 of Section 11, T21S, R48W of the 6th P.M. in Bent County, Colorado, as shown on **Exhibit E**. UTM 695662.5 E, 4234446.6 N. The Farm 110 Recharge Site will be operated both as a recharge pond augmentation station and as a storage vessel under this Application.

5.3.3 Farm 114 Recharge Site (WDID TBD), located in the NE1/4 NW1/4 of Section 11, T21S, R48W of the 6th P.M. in Bent County, Colorado, as shown on **Exhibit E**. UTM 695084.4 E, 4235009.6 N. The Farm 114 Recharge Site will be operated both as a recharge pond augmentation station and as a storage vessel under this Application.

5.3.4 The following recharge sites, which will operate as

storage vessels solely to the extent that the infiltration rate may result in water residing in the ponds for more than 72 hours before it is recharged, and the locations of which are shown on **Exhibit E**: (1) Farm 60 Recharge Site (WDID 1701001), located in the NW1/4 NW1/4 of Section 14, T23S, R54W of the 6th P.M., in Otero County, Colorado. UTM 637628.5 E, 4212801.7 N. (2) Farm 63 Recharge Site (WDID TBD) , located in the SW1/4 NW1/4 of Section 10, T22S, R47W of the 6th P.M., in Prowers County, Colorado. UTM 702771.2 E, 4225230.0 N. (3) Farm 65 Recharge Site (WDID 6701009), located in the SW1/4 SE1/4 of Section 25, T22S, R49W of the 6th P.M., in Bent County, Colorado. UTM 687650.9 E, 4219293.4 N. (4) Farm 132/133 Recharge Site (WDID 6701005), located in the NW1/4 NW1/4 of Section 36, T22S, R50W of the 6th P.M., in Bent County, Colorado. UTM 678319.1 E, 4217322.9 N.

5.3.5 Accounts available in John Martin Reservoir for storage of the FLCC Shares, including without limitation the Offset Account. The location of John Martin Reservoir is described in paragraph 4.10 above and shown on **Exhibit E**.

6. Detailed Description of ATM-Limited Change:

6.1 ATM-Limited Change in type of use: LAWMA seeks to change the water rights associated with the ATM Shares such that they may be used, reused, successively used, and used to extinction by CS-U directly, after storage, and/or by exchange, using any structure now existing or hereafter constructed that is lawfully available for use by CS-U, for all beneficial uses, including without limitation municipal, industrial, domestic, agricultural, commercial, irrigation, stock watering, fire protection, recreation, in-reservoir fish and wildlife preservation and propagation, recharge of aquifers, exchange purposes, replacement of historical return flows, replacement of depletions resulting from the use of water from other sources, relinquishment pursuant to § 37-90-137(9)(b), C.R.S., and all augmentation purposes (“CS-U’s New Uses”). CS-U’s New Uses under the ATM-Limited Change are in addition to and not in place of the New Uses under the Comprehensive Change. In addition to the structures identified in paragraphs 4.6 and 4.11 above and shown on **Exhibit G**, CS-U may store water attributable to the ATM Shares in or exchange such water to the structures identified in **Exhibit H**, and any other point of storage or diversion now existing or hereafter constructed and available for use by CS-U. Any such exchange will be made pursuant to the decrees entered in Division 2 Case Nos. 05CW96 and 07CW122, the decree pending in Division 2 Case No. 16CW3056, or future administratively or judicially approved plans for substitution and exchange.

6.2 ATM-Limited Change in place of use: LAWMA seeks to change the water rights associated with the ATM Shares such that they may be used for CS-U’s New Uses within CS-U’s service area as it exists now and as it may exist in the future, including any areas served by CS-U by extraterritorial agreement or other contract; for replacement of depletions on Fountain Creek accruing between the City of Colorado Springs and the confluence of Fountain Creek and the Arkansas River; and in any location within the Arkansas River Basin for which water may be delivered by CS-U for augmentation, sale, or lease, and for such other uses as may be allowed by law. CS-U’s current service area is located as shown on **Exhibit F**. The new place of use under the ATM-Limited Change is in addition to and not in place of the new places of use under the Comprehensive Change, as described in paragraph 5.2 above.

7. Replacement of historical return flows: LAWMA will replace to the Arkansas River system, in the amounts, times, and locations necessary to prevent injury to Colorado water rights and violation of the Arkansas River Compact, the historical return flows associated with the FLCC Shares. LAWMA will replace the historical return flows with water available to the FLCC Shares or with any other fully consumable water legally available to LAWMA for that purpose.

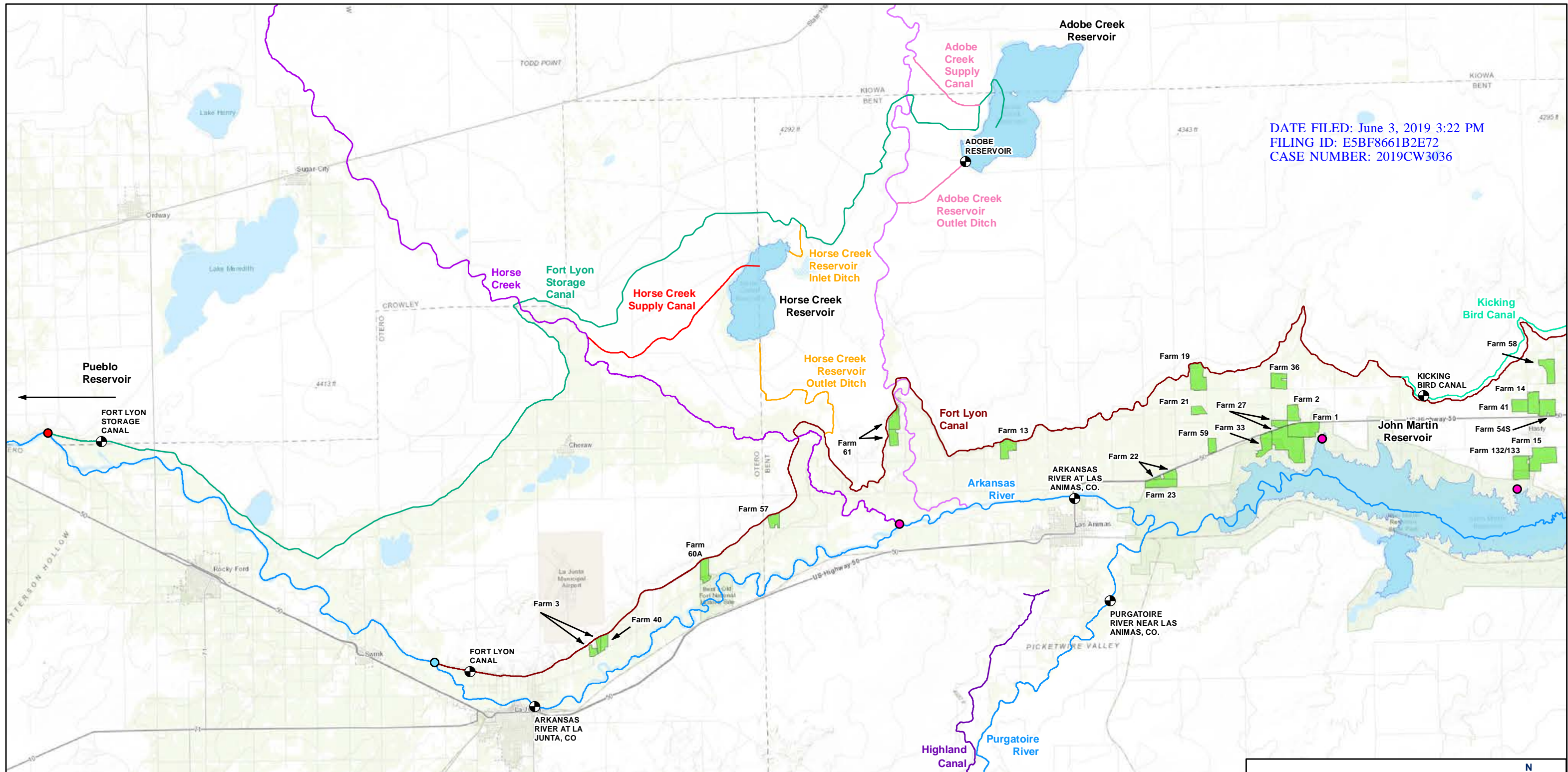
8. FLCC approvals: As required by the FLCC’s Bylaws, LAWMA applied to the FLCC Board of Directors (“FLCC Board”) for approval of LAWMA’s proposed changes of use of the FLCC Shares and additional changes of use of the ATM Shares. With respect to the Comprehensive Change, the FLCC Board issued its Amended Decision on December 20, 2016 (“2016 FLCC Approval”), approving the proposed changes of use and authorizing LAWMA’s filing of this Application on the terms and conditions given in that decision. With respect to the ATM-Limited Change, the FLCC Board issued its Decision on November 14, 2018 (“2018 FLCC Approval”), approving the additional proposed changes of use and authorizing LAWMA’s filing of this Application on the terms and conditions given in that decision. A copy of the 2016 FLCC Approval is attached as **Exhibit I**, and a copy of the 2018 FLCC Approval is attached as **Exhibit J**. In both FLCC approvals, the FLCC Board reserved the right to participate in this case as an objector, consistent with the approvals.

9. Revegetation terms and conditions of Bent County 1041 Permit: In compliance with the Bent County 1041 Permit issued to LAWMA and ARF on April 11, 2018, nunc pro tunc April 3, 2018, LAWMA requests that the revegetation terms and conditions included in Exhibit C to that permit be incorporated into any decree entered in this case. Exhibit C to the Bent County 1041 Permit is attached as **Exhibit K**.

10. Addition of FLCC Shares to Augmentation Plan: Paragraph 41.A of the 02CW181 Decree provides that LAWMA may add

permanent sources of augmentation and replacement water to the Augmentation Plan by filing an application with this Court. By this Application, LAWMA seeks to add the FLCC Shares to the Augmentation Plan as a permanent source of augmentation and replacement water. **11. Augmentation stations:** The maps attached as **Exhibits L-1** and **L-2** show the locations of the augmentation stations that LAWMA will use to measure water delivered to the FLCC Shares for return to the river. LAWMA may develop other augmentation stations for that purpose and seeks the court's approval to add such new augmentation stations under the decree to be entered in this case. **12. Names and addresses of owners or reputed owners of land upon which any new diversion or storage structure, or modification to any existing diversion or storage structure, is or will be constructed or upon which water is or will be stored, including any modification to the existing storage pool:** 12.1 West Farm Gravel Pit: GP Aggregates, LLC, c/o Karl Nyquist, 7991 Shaffer Pkwy., Ste. 200, Littleton, CO 80127. 12.2 Horse Creek Reservoir, Adobe Creek Reservoir, and Thurston Reservoir: FLCC, 750 Bent Ave., Las Animas, CO 81047. 12.3 Neeskah (Queens) Reservoir: Amity Mutual Irrigation Company, P.O. Box 187, Holly, CO 81047. 12.4 Pueblo Reservoir: U.S. Department of Interior, Bureau of Reclamation, Great Plains Region, P.O. Box 36900, Billings, MT 59107-6900. 12.5 John Martin Reservoir: U.S. Army Corps of Engineers, Reservoir Manager, 29955 County Road 25.75, Hasty, CO 81044. 12.6 Structures identified in Exhibit H: 12.6.1 Structures identified in Exhibit H paragraphs A-K: The City of Colorado Springs, 30 S. Nevada Ave., Colorado Springs, CO 80903. 12.6.2 Structures identified in Exhibit H paragraphs L-N: U.S. Department of Interior, Bureau of Reclamation, Great Plains Region, P.O. Box 36900, Billings, MT 59107-6900. 12.6.3 Structures identified in Exhibit H paragraphs O and P: The City of Colorado Springs, 30 S. Nevada Ave., Colorado Springs, CO 80903; and the City of Aurora, 15151 E. Alameda Pkwy., Aurora, CO 80012. 12.6.4 Structure identified in Exhibit H paragraph Q: Lake Meredith Reservoir Company, P.O. Box 8, Ordway, CO 81063. 12.6.5 Structure identified in Exhibit H paragraph R: City of Pueblo, 1 City Hall Place, Pueblo, CO 81003; U.S. Bureau of Land Management, Royal Gorge Field Office, 3028 East Main St., Canon City, CO 81212; United States Forest Service, Pike and San Isabel National Forest, 2849 Kachina Dr., Pueblo, CO 81008; and Circle A of Colorado, LLC, 33 N. Central Ave., Phoenix, AZ 85004. 12.6.6 Structures identified in Exhibit H paragraphs S, Y, and CC: Holbrook Mutual Irrigating Company, P.O. Box 34, Cheraw, CO 81030; William Stewart Carle, 3 Mirada Rd., Colorado Springs, CO 80906; State of Colorado, Colorado Attorney General, Colorado Department of Law, Ralph L. Carr Judicial Building, 1300 Broadway, 10th Floor, Denver, CO 80203; Holbrook Drainage District, P.O. Box 228, La Junta, CO 81050; Colorado Water Protective and Development Association, 1220 E. 3rd St., La Junta, CO 81050; Dale L. and Muriel M. McClelland, 14102 E. Linvale Pl., Apt. 112, Aurora, CO 80014-3710; Larry N. and Nancy A. McElroy, P.O. Box 471, Swink, CO 81077. 12.6.7 Structures identified in Exhibit H paragraphs T and X: Holbrook Mutual Irrigating Company, P.O. Box 34, Cheraw, CO 81030; Quarter Circle LT, Inc., 2475 Ln. 16, Ordway, CO 81063; Raymond E. and Frances A. Carter, 17248 County Rd. HH.50, Rocky Ford, CO 81067; Frank Minor Blackford, P.O. Box 293, La Junta, CO 81050. 12.6.8 Structure identified in Exhibit H paragraph U: Steven L. Fossil, 708 Soda Creek Dr., Evergreen, CO 80439; Glenda L. Wright, 1521 State Hwy. 209, Boone, CO 81025-9735; Timothy J. Sigler and Vestal V. Sigler, 2660 Nepesta Rd, Fowler, CO 81039-9619. 12.6.9 Structure identified in Exhibit H paragraph V: Martin Marietta Materials, Inc., P.O. Box 8040, Ft. Wayne, IN 46898-8040. 12.6.10 Structure identified in Exhibit H paragraph W: Colorado Canal Company, 331 Main St, Ordway, CO 81063. 12.6.11 Structure identified in Exhibit H paragraph Z: James H. and Mary E. Kirkland, P. O. Box 354, Rye, CO 81069. 12.6.12 Structure identified in Exhibit H paragraph AA: Lake Henry Reservoir Company, 331 Main St., Ordway, CO 81063. 12.6.13 Structure identified in Exhibit H paragraph BB: Lake Meredith Reservoir Company, 331 Main St., Ordway, CO 81063. 12.6.14 Structure identified in Exhibit H paragraph DD: Stonewall Springs Quarry, LLC, 3707 Parkmoor Village Dr., Ste 103, Colorado Springs, CO 80917. WHEREFORE, LAWMA respectfully requests that this Court enter a decree approving this Application for Change of Water Rights and Addition of Augmentation and Replacement Supplies to Plan for Augmentation, and granting all such other and further relief, whether legal or equitable, as the Court may determine necessary desirable.

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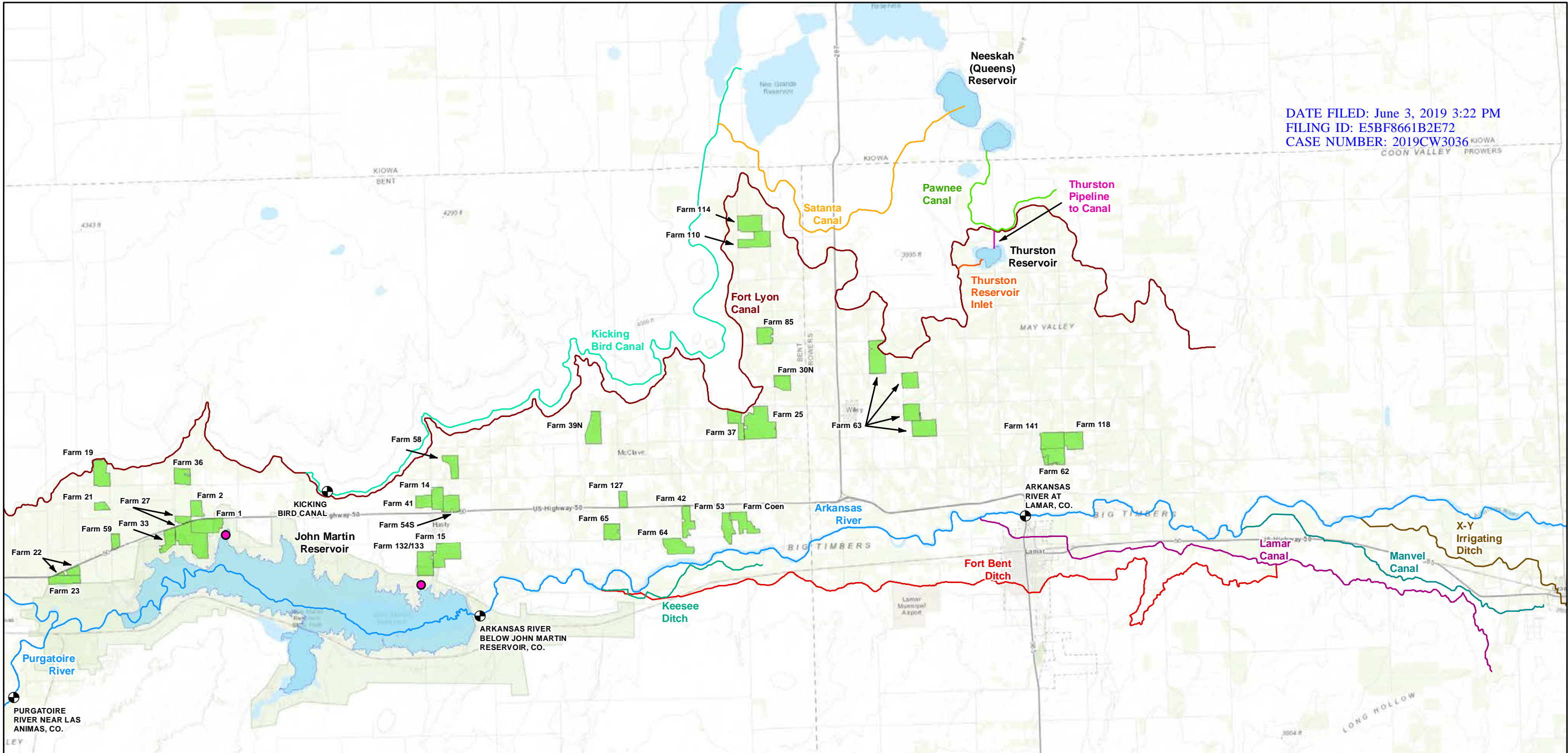
Legend

● Fort Lyon Storage Canal Headgate	— Adobe Creek Supply Canal	— Highland Canal
● Fort Lyon Canal Headgate	— Horse Creek Supply Canal	■ Historically Irrigated Acres
● Major River Gauges	— Horse Creek Reservoir Inlet / Outlet	■ John Martin Reservoir
● ATM Shares Delivery Points	— Fort Lyon Storage Canal	■ Horse Creek Reservoir
— Kicking Bird Canal	— Fort Lyon Canal	■ Adobe Creek Reservoir
— Horse Creek	— Adobe Creek	

Hendrix Wai Engineering, Inc.

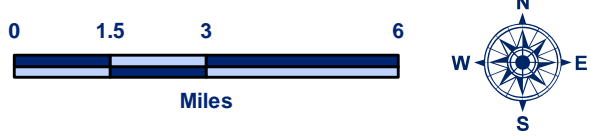
Job No. L101	<h2 style="margin: 0;">Exhibit C-1</h2> <h3 style="margin: 0;">General Location Map of the Western Portion of the Fort Lyon Canal System</h3>
File: FLCC Exhibit C Maps.mxd	
Date: 3/5/2019	
Prepared For: LAWMA	

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Legend

- Major River Gauges
- ATM Shares Delivery Points
- Historically Irrigated Acres
- Queens Reservoir
- Thurston Reservoir
- John Martin Reservoir
- Pawnee Canal
- Lamar Canal
- Keesee Ditch
- Fort Bent Canal
- Fort Lyon Canal
- X-Y Irrigating Ditch
- Manvel Canal



Job No. L101
File: FLCC Exhibit C Maps.mxd
Date: 3/5/2019
Prepared For: LAWMA

**Hendrix Wai
 Engineering, Inc.**

Exhibit C-2
 General Location Map
 of the Eastern Portion of
 the Fort Lyon Canal System